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DECLARATION (37 CFR 1.63) FOR UTILITY OR DESIGN APPLICATION USING AN APPLICATION DATA SHEET (37 CFR 1.76)

Title of Invention	METHODS AND SYSTEMS FOR DYNAMICALLY SERVING IN-STREAM ADVERTISEMENTS
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As the below named inventor(s), I/we declare that:

This declaration is directed to:

The attached application, or
 Application No. 09/955,750, filed on September 18, 2001,
 as amended on _____ (if applicable);

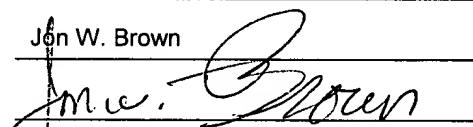
I/we believe that I/we am/are the original and first inventor(s) of the subject matter which is claimed and for which a patent is sought;

I/we have reviewed and understand the contents of the above-identified application, including the claims, as amended by any amendment specifically referred to above;

I/we acknowledge the duty to disclose to the United States Patent and Trademark Office all information known to me/us to be material to patentability as defined in 37 CFR 1.56, including material information which became available between the filing date of the prior application and the National or PCT International filing date of the continuation-in-part application, if applicable; and

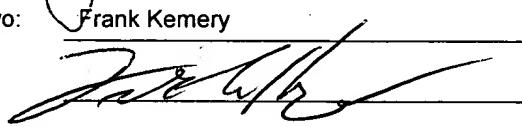
All statements made herein of my/our own knowledge are true, all statements made herein on information and belief are believed to be true, and further that these statements were made with the knowledge that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and may jeopardize the validity of the application or any patent issuing thereon.

FULL NAME OF INVENTOR(S)

Inventor one: Jon W. Brown  Citizen of: US

Signature:  Date: 11/14/02

Inventor two: Frank Kemery Citizen of: US

Signature:  Date: 1-15-02

Inventor three: _____ Citizen of: _____

Signature: _____ Date: _____

Inventor four: _____ Citizen of: _____

Signature: _____ Date: _____

Additional inventors are being named on _____ additional form(s) attached hereto.

Burden Hour Statement: This collection of information is required by 35 U.S.C. 115 and 37 CFR 1.63. The information is used by the public to file (and the PTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This form is estimated to take 1 minute to complete. This time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231. Docket No. 100105.401 D:\NrPortb\Manage\ANGIE\1246942_1.DOC [10-23-01]

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1/24/02

STATEMENT UNDER 37 CFR 3.73(b)Applicant/Patent Owner: Jon W. Brown et al.Application No./Patent No.: 09/955,750 Filed/Issue Date: September 18, 2001Entitled: METHODS AND SYSTEMS FOR DYNAMICALLY SERVING IN-STREAM ADVERTISEMENTS

<u>Activate.net</u> (Name of Assignee)	a	<u>Corporation</u> (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)
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states that it is:

- the assignee of the entire right, title, and interest; or
- an assignee of an undivided part interest

in the patent application/patent identified above by virtue of either:

A. An assignment from the inventor(s) of the patent application/patent identified above.
The assignment was recorded in the United States Patent and Trademark Office at
Reel , Frame , or for which a copy thereof is attached.

OR

B. A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at
Reel , Frame , or for which a copy thereof is attached

2. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at
Reel , Frame , or for which a copy thereof is attached

3. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at
Reel , Frame , or for which a copy thereof is attached.

Additional documents in the chain of title are listed on a supplemental sheet.

Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.8]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

1/24/02
Date

Dennis Shepard

Typed or printed name

Signature

President and General Manager

Title

Burden Hour Statement: This form is estimated to take 0.2 hours to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231.

Docket No.100105.401

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ASSIGNMENT

WHEREAS, we, Jon W. Brown and Frank Kemery (hereinafter referred to as ASSIGNORS), having mailing addresses of 26210 131st Place Southeast, Kent, Washington 98031, and 2814 43rd Avenue West, Seattle, Washington 98199, respectively, are the joint inventors of an invention entitled "METHODS AND SYSTEMS FOR DYNAMICALLY SERVING IN-STREAM ADVERTISEMENTS," as described and claimed in the specification for which an application for United States letters patent was filed on September 18, 2001, and assigned Application No. 09/955,750. This application claims the benefit of Provisional Application Nos. 60/234,046 and 60/233,513, both filed on September 19, 2000.

WHEREAS, Activate.net (hereinafter referred to as ASSIGNEE), a corporation of the State of Delaware having a place of business at 1130 Rainier Avenue South, Seattle, Washington 98144, is desirous of acquiring the entire right, title and interest in and to the invention and in and to any letters patent that may be granted therefor in the United States and in any and all foreign countries;

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNORS hereby sell, assign and transfer unto said ASSIGNEE the entire right, title and interest in and to said invention, said application and any and all letters patent which may be granted for said invention in the United States of America and its territorial possessions and in any and all foreign countries, and in any and all divisions, reissues and continuations thereof, including the right to file foreign applications directly in the name of ASSIGNEE and to claim priority rights deriving from said United States application to which said foreign applications are entitled by virtue of international convention, treaty or otherwise, said invention, application and all letters patent on said invention to be held and enjoyed by ASSIGNEE and its successors and assigns as fully and entirely as the same would have been held and enjoyed by ASSIGNORS had this assignment, transfer and sale not been made. ASSIGNORS hereby authorize and request the Commissioner of Patents and Trademarks to issue all letters patent on said invention to ASSIGNEE. ASSIGNORS agree to execute all instruments and documents required for the making and prosecution of applications for United

States and foreign letters patent on said invention, for litigation regarding letters patent, or for the purpose of protecting title to said invention or letters patent therefor.

1/22/02
Date

State of Washington)
County of King)

Jon W. Brown
Jon W. Brown

ss.

I certify that I know or have satisfactory evidence that Jon W. Brown is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated January 22, 2002
Signature of UBNAB
Notary Public
Printed Name Amy Baldwin
My appointment expires July 29, 2005

Date

Frank Kemery

State of _____)
County of _____)
ss.

I certify that I know or have satisfactory evidence that Frank Kemery is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated _____
Signature of
Notary Public _____
Printed Name _____
My appointment expires _____

States and foreign letters patent on said invention, for litigation regarding letters patent, or for the purpose of protecting title to said invention or letters patent therefor.

Date

1/15/02

State of Washington)
County of King)

Jon W. Brown

ss.

I certify that I know or have satisfactory evidence that Jon W. Brown is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated _____

Signature of
Notary Public _____

Printed Name _____

My appointment expires _____

Date

1/15/02

State of Washington)
County of King)

Frank Kemery

ss.

I certify that I know or have satisfactory evidence that Frank Kemery is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated January 15, 2002

Signature of
Notary Public AMB

Printed Name Amy M. Baldwin

My appointment expires July 29, 2005